

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION

In re:	) Chapter 11
	)
KAZI FOODS OF MICHIGAN, INC. <i>et al.</i> <sup>1</sup>	) Case No. 11-43971
	) <i>(jointly administered)</i>
Debtors.	)
	) Honorable Thomas J. Tucker
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**STIPULATION FOR ENTRY OF:  
ORDER (A) AUTHORIZING THE SALE OF SUBSTANTIALLY ALL OF THE  
DEBTORS' ASSETS FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES AND  
OTHER INTERESTS; (B) APPROVING THE ASSUMPTION AND ASSIGNMENT OF  
CERTAIN OF DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED  
LEASES; AND (C) GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), and General Electric Capital Corporation, GE Capital Commercial, Inc., General Electric Capital Business Asset Funding Corporation of Connecticut and Colonial Pacific Leasing Corporation (collectively, the “GE Affiliates”), KFC Corporation (“KFC”), Long John Silver’s, Inc., and A & W Restaurants, Inc., the KFC National Council and Advertising Cooperative, Inc. (“NCAC”), and Star KFC Realco Two, LLC and Star Partner Enterprises Two, LLC (collectively, “Purchasers”) as evidenced by signatures of counsel below, after a hearing conducted February 22, 2012, and in accordance with the proffers and statements on the record made at such hearings, do hereby stipulate to the entry of the *Order (A) Authorizing the Sale of Substantially all of the Debtors’ Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests; (B) Approving the Assumption and Assignment of Certain of Debtors’ Executory Contracts and Unexpired Leases; and (C) Granting Related Relief* of the above captioned chapter 11 proceeding (attached as Exhibit A, the “Sale Order”).

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<sup>1</sup> Debtors include Kazi Foods of Michigan, Inc., Case No. 11-43971; Kazi Foods of Florida, Inc., Case No. 11-43986; Kazi Foods of New York, Inc., Case No. 47551; and Kazi Foods of Annapolis, Inc., Case No. 11-47556.

A true and complete copy of (i) the Asset Purchase Agreement (with Schedules) and the First Amendment to Purchase Agreement between the Debtors and Purchasers; and (ii) the schedule of Acquired Contracts, are attached hereto as Exhibit B and Exhibit C, respectively, to be fully incorporated into and made part of the Sale Order.

Dated: February 28, 2012

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